EXHIBIT K

DECLARATION OF ANN M. O'LEARY IN SUPPORT OF DEFENDANTS' OPPOSITION TO MOTION FOR PRELIMINARY INJUNCTION

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Breadth of Brown's Win Beat Campaign Team's Expectation

Phillip Matier, Andrew Ross Friday, December 17, 1999 ©1999 San Francisco Chronicle

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This week's "Willie-slide" re- election of Mayor Brown was even bigger than his own people had imagined.

Even key campaign adviser Jack Davis was predicting a 57-to-43 split.

But when the first returns popped open -- with a 23,000-vote edge for Brown -- Davis knew the slide was on.

Not long after that, Brown -- looking about as cool as they come in his trademark fedora and dark overcoat -- showed up at the fourth-floor "war room" in the waterfront Hyatt, where Davis and his band were breaking open the bottles.

"It's 23,100," said Davis, offering that it looked to be an unbeatable lead.

And with that, Davis -- much to the chagrin of his many critics in the press and politics -capped the longest and biggest winning streak in city politics: helping land three mayoral wins, the Giants' ballpark and the 49ers stadium deal (the latter even managed to survive despite his world-famous sado birthday bash).

Bad boy Davis -- who was virtually invisible in the runoff -- didn't want to talk much about his role in the race. Instead, he spent most of the evening praising others on the team, especially campaign spokesman P.J. Johnston, day-to-day honcho Fred Hamdun and field director Barry Wyatt.

As for the secret of Davis' success: "The field operation. Slugging it out and walking every Saturday. These new consultants don't like it because you don't make any money off of it, but it wins elections.

"And a ton of credit to Willie Brown, who couldn't have worked any harder," Davis said with a shake of his newly dyed blond, two-toned hair.

"As for what's next for me? I'm going back to Arizona. I'm not saying I won't run another campaign, but there's nothing out there at this point that really interests me. I mean -- what is there left?"

DA SLUDGE-FEST: D.A. candidate Bill Fazio isn't just fighting for votes, he's fighting

[&]quot;Yeah?" replied the poker-faced Brown.

[&]quot;That's 70-30," Davis said, turning the numbers into percentages.

[&]quot;It should have been 80," Brown replied.

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history in his attempt to unseat District Attorney Terence Hallinan.

Not once since the runoff system was put in place in 1975 has the top vote-getter in the first round -- either for mayor or district attorney -- wound up losing the race.

PELOSI ON A ROLL: San Francisco Congresswoman Nancy Pelosi was riding a big high Tuesday -- and not just because her pal Willie Brown was re-elected.

Pelosi is looking to become the first female majority whip, and in the scratch-my-back-and-I'll- scratch-yours world of politics, the past two weeks have given Pelosi a number of reasons to celebrate.

In recent weeks, both President Clinton and her friend, former Sen. George Mitchell, flew into town to help Pelosi raise \$1.3 million for House Democrats.

Then last week, four California Democrats -- including former gubernatorial candidate and Pelosi pal Jane Harman -- announced that they would be challenging Republican incumbents next year.

To top it off this week, the state Supreme Court tossed out the Republican-backed redistricting measure -- not only boosting Democratic chances for reclaiming the House, but also sparing the party an \$8 million to \$10 million ballot donnybrook.

"Candidates, money -- and reapportionment knocked for a loop," said Pelosi. "Isn't that just great?"

Sure, if you're a Democrat.

DOLLARS AND SENSE: Forget the politicians, the real winners in Tuesday's election were the Three Amigos of the political consulting world: John Whitehurst, Robert Barnes and Mark Mosher, who together ran the \$1.4 million business-backed ``soft money" campaign for Willie Brown's re-election.

"Soft money" is slang for privately run campaigns in behalf of a candidate. They are usually financed by labor unions or business interests.

Brown had both labor and business working for him -- but it was the business committees where the money was made.

Together, the Three Amigos oversaw no fewer than four committees for his Williness:

- -- San Franciscans for Sensible Government, which raised \$815,031.
- -- The Alice B. Tolkas Independent Expenditure PAC, which raised and spent \$334,187.
- -- The Willie Brown Leadership PAC, which raised \$51,409.
- -- And the San Francisco Republican Party Independent Expenditure PAC
- **--\$**150,000.

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Total war chest: \$1.4 million, the city's largest campaign ever.

And how did the Amigos make out?

Well, for starters, they each took a flat \$45,000 fee off the top.

Then they split a 15 percent commission on every mailer, phone bank and TV ad they delivered, including:

- -- Five TV ads at a cost of more than \$400,000.
- -- More than 400,000 pieces of mail, including pieces focusing on Republicans, homeowners in the Avenues and the Chinese American community.
- -- And a half million phone calls, including voice-mail pitches from Sen. Dianne Feinstein, Supervisor Barbara Kaufman and the Alice Toklas Gay Democratic club.

All told, that works out to about \$140,000 worth of commissions, or an additional \$46,000 each. Add in the off-the-top fee, and we're talking about them getting about \$90,000 apiece.

"Pretty good money for three weeks worth of work," smiled Whitehurst.

Ironically, Whitehurst credits all the campaign finance reformers -- the folks who put limits on direct campaign contributions -- for his good fortune.

`The pushers of campaign finance reform created a monster," says Whitehurst, adding that they were free to do whatever they wanted, without answering to anyone.

D.A. MESSAGE: Willie Brown was all smiles for the cameras, but behind the scenes it was all business on election night -- especially when it came to dealing with his own staff.

As it happened, the last vote returns that put him over the top came in just as Brown showed up at a small gathering of City Hall staff members.

And as one might expect, the news of the win was greeted by staffers with an explosion of cheers and high fives.

Da Mayor's response: "I expect to see you all at work at 8 o'clock tomorrow morning," he said as he started for the door.

There was a scattering of laughter. Brown stopped dead in his tracks and turned.

"I expect to see you all at work at 8 tomorrow morning," the mayor repeated.

One observer said: "You could have heard a pin drop as he left."

Meanwhile, his rival, Supervisor Tom Ammiano, was doing his best to keep everyone bolstered, telling callers: "OK. Keep the day jobs. Return the party dresses. Keep the tags on."